

DECLARATION, POWER OF ATTORNEY AND PETITION

As a below named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below next to my name.

I believe I am the original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention entitled A SYSTEM AND METHOD OF ADVERTISER-SUBSIDIZED CUSTOMIZABLE ORDERING AND DELIVERY OF MULTIMEDIA the specification of which is attached hereto.

I hereby state that I have reviewed and understand the contents of the above identified specification, including the claims, as amended by any amendment referred to above.

I acknowledge the duty to disclose information which is material to the examination of this application in accordance with 37 C.F.R. § 1.56(a).

I hereby claim the benefit under 35 U.S.C. § 120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of 35 U.S.C. § 112, I acknowledge the duty to disclose material information as defined in 37 C.F.R. § 1.56(a) which occurred between the filing date of the prior application and the national or PCT international filing date of this application:

PRIOR UNITED STATES APPLICATION(S)

Application Serial No.	Filing Date	Status
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I hereby declare: All statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true. These statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. § 1001 and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

POWER OF ATTORNEY

I appoint the following as my attorneys with full power of substitution and revocation, to prosecute this application and to transact in connection with the application all business in the Patent and Trademark Office and before competent International Authorities including the World Intellectual Property Organization; and further authorize and empower my U.S. attorneys, Oppenheimer Wolff & Donnelly LLP, to receive and act upon all instructions provided to them by me with respect to all matters relating to the filing, prosecution, abandonment, and/or issuance of the above-described U.S. patent application, including all divisional, continuing, or other related applications: and Oppenheimer Wolff & Donnelly LLP, may continue to follow all instructions received from me until notified in writing to the contrary. The authority given Oppenheimer Wolff & Donnelly is limited to the prosecution of the patent described herein and does not disqualify Oppenheimer Wolff & Donnelly to represent any party adverse to me for any matter or litigation not related to said patent.

Berman, C., Reg. 29,249
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 Bosworth, M.K., Reg. 28,186
 Bovasso, L.J., Reg. 24,075
 Boyce, J., Reg. 40,920
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 Sherry, L., Reg. 43,918
 Smith, G.P., Reg. 20,142
 Wood, G.B., Reg. 28,133

whose address is:

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Address all communications and telephone calls to **Spyros J. Lazaris** of the above-listed firm at 310-788-5055 and at e-mail address SLazaris@oppenheimer.com.

Wherefore I pray that Letters Patent be granted to me for the invention or discovery described and claimed in the foregoing specification and claims, and I hereby subscribe my name to the foregoing specification and claims, declaration, power of attorney, and this petition.

Full name of sole or first inventor JAMIE ADER

Inventor's signature  Date August 1, 2001
 Residence: 1024 12th Street, #1, Santa Monica, California 90403
 Citizenship USA
 Post Office Address Same as Above

Full name of second inventor MICHAEL FORD WELLS

Inventor's signature _____ Date _____
 Residence: 1733 Gentle Breeze Lane, Encinitas, California 92024
 Citizenship USA
 Post Office Address Same as Above

F01050-41502550

Client/Matter No. 21178-NEW

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Full name of sole or first inventor **JAMIE ADER**

Inventor's signature _____ Date _____
 Residence: 1024 12th Street, #1, Santa Monica, California 90403
 Citizenship: USA
 Post Office Address: Same as Above

Full name of second inventor **MICHAEL FORD WELLS**

Inventor's signature  Date 8/1/2001
 Residence: 1733 Gentle Breeze Lane, Encinitas, California 92024
 Citizenship: USA
 Post Office Address: Same as Above